

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of the Joint Application of)

International Telcom, Ltd.,)
Transferor,)

and)

SwiftReach Networks, Inc., Transferee,)

For Grant of Authority Pursuant to)
Section 214 of the Communications Act of 1934,)
as amended, and Sections 63.04 and 63.24 of the)
Commission’s Rules to Complete a Transfer of)
Ownership and Control of International Telcom,)
Ltd., to SwiftReach Networks, Inc.)
_____)

WC Docket No. 15-_____

IB File No. ITC-T/C-2015_____

JOINT APPLICATION

International Telcom, Ltd. (“ITL” “Licensee” or “Transferor”), and SwiftReach Networks, Inc. (“SNI” or “Transferee”) (collectively, “Applicants”), pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), 47 U.S.C. § 214, and Sections 63.04, 63.18, and 63.24 of the Commission’s Rules, 47 C.F.R. §§ 63.04, 63.18 & 63.24, respectfully request Commission approval for a Transaction (as defined below) whereby SNI will acquire direct ownership and control of Licensee.

In support of this Application, Applicants provide the following information:

II. DESCRIPTION OF THE APPLICANTS

A. International Telcom, Ltd.

ITL is a Delaware corporation. Currently, the following persons hold a 10% or greater interest in International Telcom, Ltd.:

Name:	Yvette Eisenberg Melendez
Address:	417 Second Avenue West, Seattle, WA 98119
Citizenship:	U.S.
Principal Business:	Individual (Communications)
% Interest:	100%

ITL is authorized to provide telecommunications services in the State of Washington. ITL is authorized by the Commission to provide interstate and international telecommunications services as described below.

B. SwiftReach Networks, Inc.

SNI is a corporation organized under the laws of the State of New Jersey. SNI is a wholly owned, direct subsidiary of Afognak Holdings, Inc., a Delaware corporation (“AHI”). AHI has no majority owner.

SNI has been providing emergency notification services since 2006. SNI currently does not hold any telecommunications licenses in any State, International, or Federal jurisdiction.

III. DESCRIPTION OF THE TRANSACTION

Pursuant to a Stock Purchase Agreement between/among SNI and ITL, dated as of November 25, 2015 (the “Agreement”), SNI will acquire all of the issued and outstanding stock in ITL. As a result, direct ownership and control of ITL will be transferred from Yvette Melendez to SNI; ultimate ownership and control of ITL will be transferred to AHI. For the Commission’s reference, a chart depicting the pre- and post-*ITL Transaction* ownership of ITL is provided as Exhibit A.

IV. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e)(2) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Application:

(a) Name, address and telephone number of each Applicant:

Transferor and Licensee:

International Telcom, Ltd.
417 Second Avenue West
Seattle, WA 98119
206-312-1598

FRN: 0004337432

Transferee:

SwiftReach Networks, Inc.
14 Industrial Avenue, Suite 4
Mahwah, NJ 07430
201-236-8625

FRN: 0019966084

(b) Jurisdiction of Organizations:

Transferor and Licensee:

International Telcom, Ltd. is a corporation formed under the laws of Delaware.

Transferee:

SwiftReach Networks, Inc. is a corporation formed under the laws of the State of New Jersey.

(c) Correspondence concerning this Application should be sent to:

For Transferee:

Alex Gertsburg
Jeffrey Caso
The Gertsburg Law Firm Co., LPA
440-571-7777 (tel)
440-571-7779 (fax)
ag@gertsburglaw.com
jc@gertsburglaw.com

For Transferor and Licensee:

Michael P. Donahue
Marashlian & Donahue, PLLC
The *CommLaw* Group
1420 Spring Hill Road, Suite 401
McLean, VA 22102
703-714-1319 (tel)
703-563-6222 (fax)
mpd@CommLawGroup.com

with a copy to:

Kevin Alward, Vice President
SwiftReach Networks, Inc.
14 Industrial Drive, Suite 4
Mahwah, NJ 07430
201-236-8625 (tel)
201-236-1222 (fax)
kalward@swiftreach.com

with a copy to:

Yvette Eisenberg Melendez, President
International Telcom, Ltd.
417 Second Avenue West
Seattle, WA 98119
206-479-2600 (tel)
206-479-2616 (fax)
Yvette@kall8.com

(d) Section 214 Authorizations

Transferor and Licensee: ITL holds international Section 214 authority to provide global facilities-based and resale services granted in IB File No. ITC-214-19961031-00548. ITL is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01.

Transferee: SNI does not hold international or domestic Section 214 authority.

(h) The following entities will hold, directly or indirectly, a 10% or greater interest¹ in Applicants upon completion of the Transaction, as calculated pursuant to the Commission's ownership attribution rules for wireline and international telecommunications carriers:

¹ Unless otherwise indicated, the ownership interests provided herein represent both equity and voting interests.

Post-Transaction Ownership of Licensee:

The following entity will hold a ten percent (10%) or greater direct interest in **International Telecom, Ltd:**

Name:	SwiftReach Networks, Inc.
Address:	14 Industrial Drive, Suite 4 Mahwah, NJ 07430
Citizenship:	U.S.
Principal Business:	Telecommunications
% Interest:	100%

Current and Post-Transaction Ownership of SwiftReach Networks, Inc.:

The following entity holds a ten percent (10%) or greater direct interest in **SwiftReach Networks, Inc.:**

Name:	Afognak Holdings, Inc. (“AHI”)
Address:	14 Industrial Drive, Suite 4 Mahwah, NJ 07430
Citizenship:	U.S.
Principal Business:	Holding Company
% Interest:	100% (directly in SNI)

Current and Post-Transaction Ownership of AHI:

Name:	Jeffrey Alward
Address:	14 Industrial Drive, Suite 4 Mahwah, NJ 07430
Citizenship:	U.S.
Principal Business:	Communications
% Interest:	36.5% (directly in AHI)

Name:	Kevin Alward
Address:	14 Industrial Drive, Suite 4 Mahwah, NJ 07430
Citizenship:	U.S.
Principal Business:	Communications
% Interest:	36.5% (directly in AHI)

Name:	Nick Felmlee
Address:	14 Industrial Drive, Suite 4 Mahwah, NJ 07430
Citizenship:	U.S.
Principal Business:	Communications
% Interest:	24% (directly in AHI)

To the Transferee's knowledge, no other person or entity, directly or indirectly, owns or controls a 10% or greater interest in SNI through AHI.

(i) The Applicants certify that neither of the Applicants is affiliated with any foreign carrier.

(j) Transferee certifies that, through its acquisition of control of Licensee, Transferee does not seek to provide international telecommunications services to any destination country where two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of Transferee and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

(m) Transferee qualifies for a presumption of non-dominance under Section 63.10(a)(1) and (3) of the Commission's rules, 47 C.F.R. § 63.10(a)(1,3), because it is not a foreign carrier and is not affiliated with any foreign carriers.

(n) Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

(o) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.

(p) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's rules, 47 C.F.R. § 63.12(a)-(b). Transferee qualifies for streamlined treatment under Section 63.12(c) because Transferee is not a

foreign carrier itself and otherwise qualifies for a presumption of non-dominance under Section 63.10(a)(3) for the reasons detailed in response to paragraph (m) above.

V. INFORMATION REQUIRED BY SECTION 63.04

Pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b), Applicants submit the following information in support of their request for domestic Section 214 authority to transfer control of Licensee to SNI in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12):

(a)(6) A description of the proposed Transaction is set forth in **Section III** above.

(a)(7) (i) Licensee provides access to the public switched telephone network, telephone number and other functionalities to its customers. Licensee provides such services pursuant to authorizations to provide competitive local exchange and/or interexchange telecommunications services in the State of Washington.

(ii) SNI currently holds no telecommunications licenses in any State, International, or Federal jurisdiction.

(iii) Transferee is affiliated through common ownership with SwiftReach 800 Services, LLC (FRN: 0020297123) and SwiftReach Wholesale Services, LLC (FRN: 0020296638). To Transferee's knowledge, Transferee is not affiliated with any other telecommunications carriers.

(a)(8) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, with respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(1)(ii) because Transferee is not a telecommunications provider, and pursuant to Section 63.03(b)(2)(i) because, immediately following the Transaction, Transferee (and its Affili-

ates (as defined in the Act)) will have a market share in the interstate, interexchange market of less than 10 percent, and Transferee (and its Affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the Transaction, and none of the Applicants (or their Affiliates) are dominant with respect to any service.

(a)(9) Other than its section 214 authorizations described in this Application, Licensee does not hold any other authorizations or licenses from the Commission. Therefore, no other applications are being filed with the Commission with respect to this Transaction.

(a)(10) No party is requesting special consideration because it is facing imminent business failure.

(a)(11) Not applicable.

(a)(12) Applicants submit that the transaction is in the public interest. The transaction will bring together two successful enterprises that have demonstrated a long-standing commitment to excellence in a highly competitive marketplace. SNI expects that the transaction will enable the companies to better meet the local, national and global needs of enterprises and other customers. Customers of the combined company will benefit from the extensive telecommunications experience and expertise of the combined company. The financial, technical, and managerial resources that SNI will bring to ITL are expected to enhance the ability of ITL to compete in the telecommunications marketplace. Further, the existing network of ITL will enhance the ability of SNI to serve its customers.

Moreover, the transaction will be conducted in a manner that will be transparent to ITL customers and any future name change or service changes will be preceded by appropriate notices to customers as well as any required regulatory filings. The transaction will not result in

any immediate change of carrier for customers or any assignment of authorizations, and in no event will it result in the discontinuance, reduction, loss, or impairment of service to customers. Following consummation of the transaction, ITL will continue to provide high-quality communications services to its customers without interruption and without immediate change in rates, terms or conditions. The only change immediately following closing of the transaction from a consumer's perspective is that SNI, and ultimately AHI, will be the new owners of ITL.

VI. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application for the direct transfer of ownership and control of International Telecom, Ltd. to SwiftReach Networks, Inc.

Respectfully submitted,



Michael P. Donahue
Marashlian & Donahue, PLLC
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McLean, VA 22102
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Counsel for International Telecom, Ltd.

Alex Gertsburg
Jeffrey Caso
The Gertsburg Law Firm Co., LPA
36 South Franklin Street
Chagrin Falls, OH 44022
440-571-7777 (tel)
440-571-7779 (fax)
ag@gertsburglaw.com
jc@gertsburglaw.com
Counsel for SwiftReach Networks, Inc.

Dated: November 26, 2015

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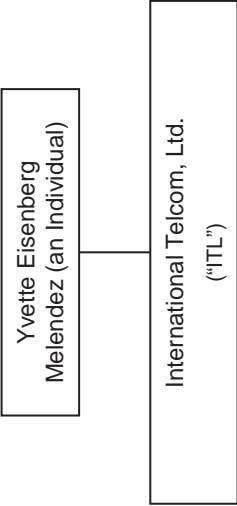
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jc@gertsburglaw.com
Counsel for SwiftReach Networks, Inc.

Dated: _____, 2015

EXHIBIT A

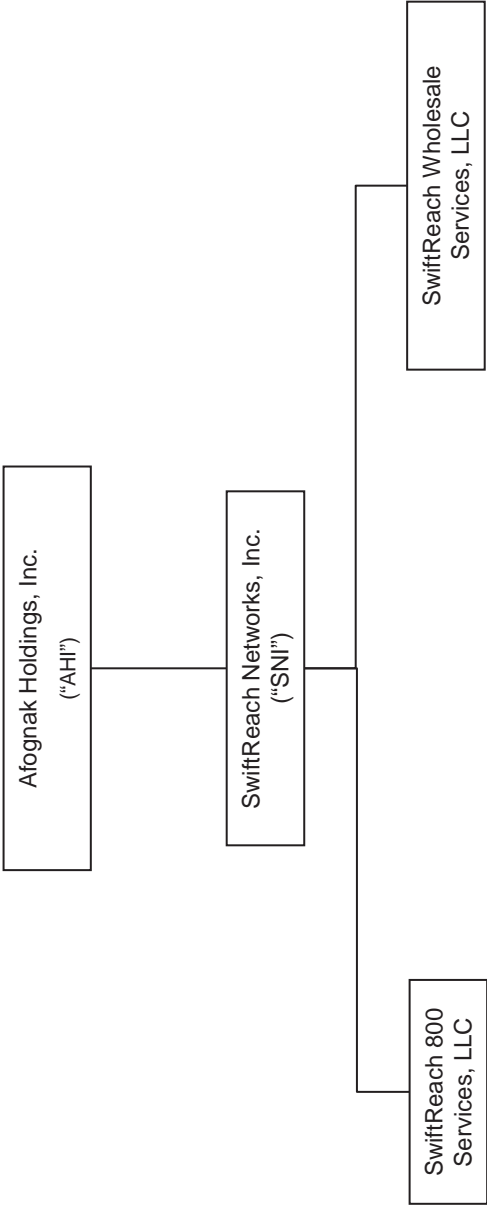
Diagrams of the Pre- and Post-Transaction Corporate Organization Structures

Current Corporate Organizational Structure of International Telcom, Ltd.



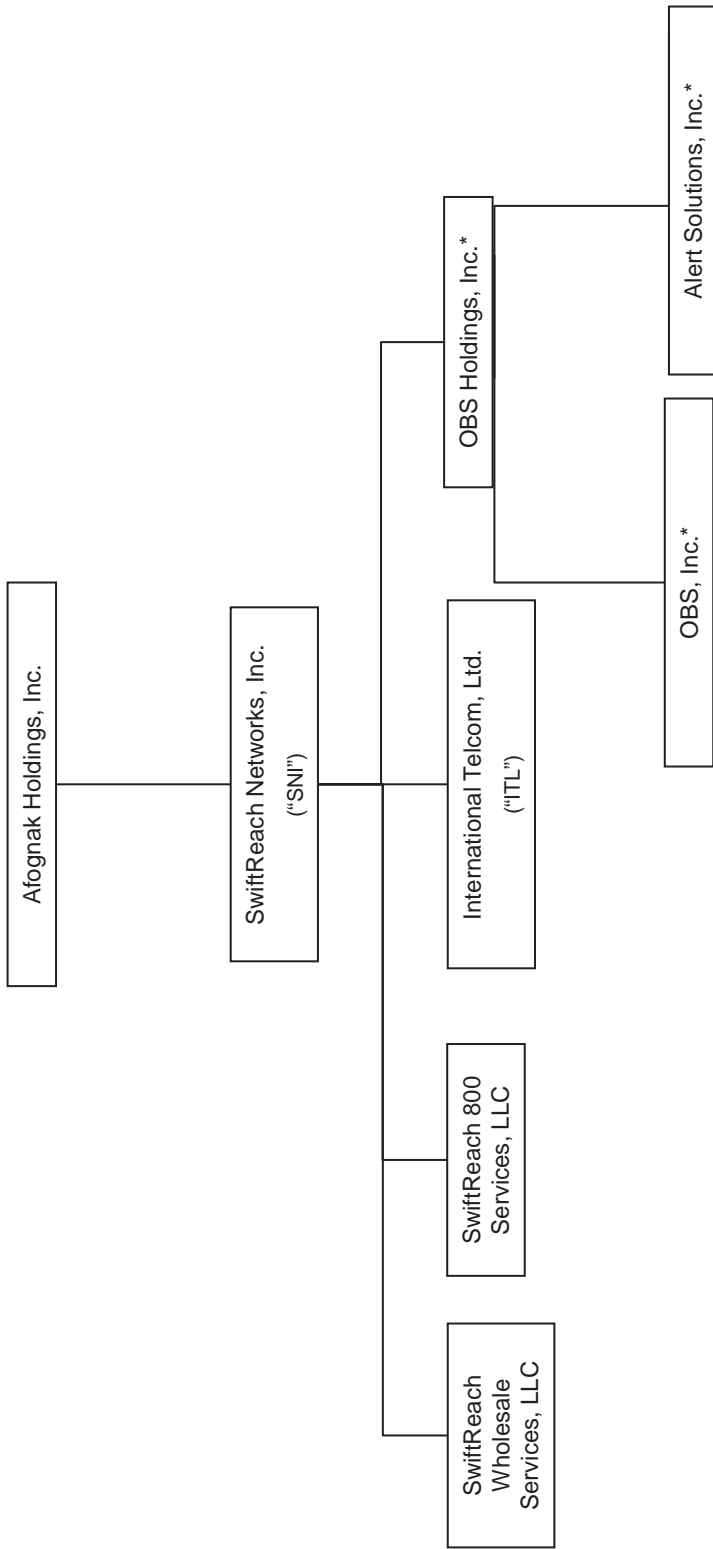
All ownership percentages are 100%.

Current Corporate Organizational Structure of SwiftReach Networks, Inc.



All ownership percentages are 100%.

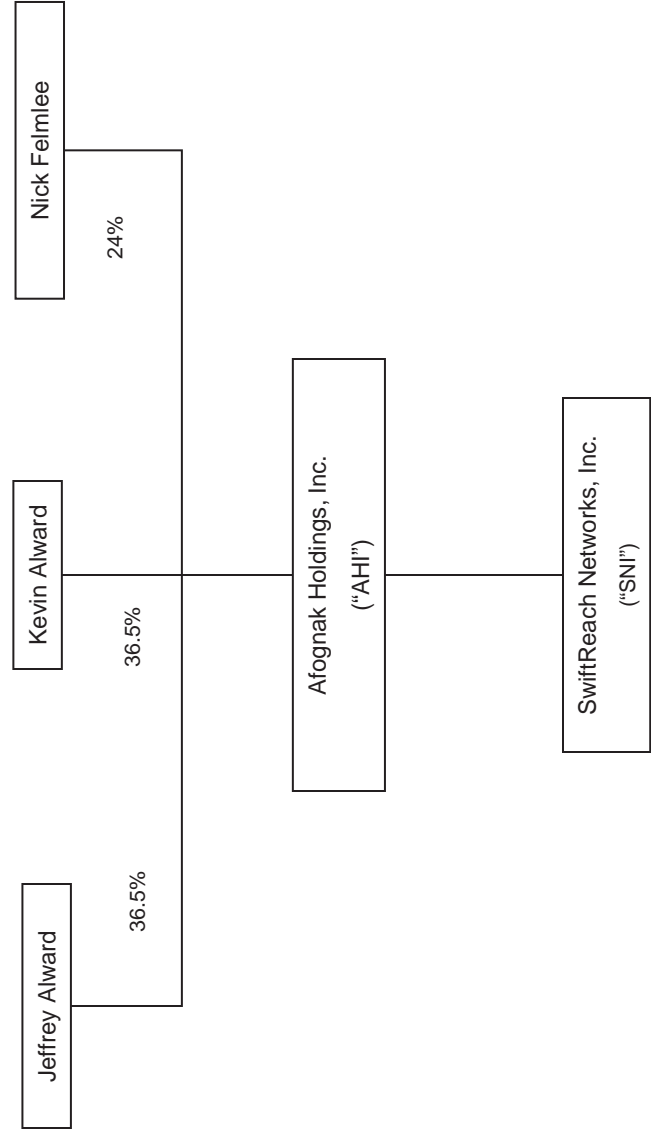
Post-Closing Corporate Organizational Structure of SwiftReach Networks, Inc. and International Telcom, Ltd.



* These entities will be acquired by SwiftReach Networks, Inc. in an unrelated transaction that is expected to close prior to the acquisition of International Telcom, Ltd.

All ownership percentages are 100%.

Current & Post-Closing Corporate Organizational Structure of AHI




Verifications

VERIFICATION

I, Yvette Eisenberg Melendez, state that I am President of International Telcom, Ltd. (the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 23^d day of November 2015.



Yvette Melendez
President
International Telcom, Ltd.

VERIFICATION

I, Kevin Alward, state that I am Chief Executive Officer of SwiftReach Networks, Inc. (the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 24th day of November 2015.



Kevin Alward
Chief Executive Officer
SwiftReach Networks, Inc.